

MORGAN STANLEY DEAN WITTER INDIA INVESTMENT  
Form SC TO-I  
December 14, 2001

As filed with the Securities and Exchange Commission on December 14, 2001

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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Schedule TO  
Tender Offer Statement under Section 14(d)(1) or 13(e)(4)  
of the Securities Exchange Act of 1934  
(Amendment No. )

Morgan Stanley India Investment Fund, Inc.  
(Name of Subject Company (issuer))

Morgan Stanley India Investment Fund, Inc.  
(Names of Filing Persons (offeror and issuer))

Common Stock, Par Value \$.01 Per Share  
(Title of Class of Securities)

61745C 10 5  
(CUSIP Number of Class of Securities)

Ronald E. Robison  
Morgan Stanley Investment Management Inc.  
1221 Avenue of the Americas  
New York, New York 10020  
(212) 762-5330

(Name, address, and telephone number of person authorized to receive  
notices and communications on behalf of filing persons)

with a copy to:

Leonard B. Mackey, Jr.  
Clifford Chance Rogers & Wells LLP  
200 Park Avenue  
New York, New York 10166

Calculation of Filing Fee

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Transaction Valuation	Amount of Filing Fee
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\* Set forth the amount on which the filing fee is calculated and state how it was determined.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:  
Form or Registration No.:

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Filing Party:

Date Filed:

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transactions subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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Morgan Stanley India Investment Fund, Inc.  
(For Immediate Release)

New York, New York, December 13, 2001 - Morgan Stanley India Investment Fund, Inc. (IIF) (the "Fund") announced today that the Board of Directors of the Fund has authorized the Fund to conduct a tender offer (the "Tender Offer") during the second quarter of 2002 for up to 15% of the outstanding shares of common stock of the Fund, at a price equal to 95% of the Fund's net asset value per share ("NAV") on the last day of the tender period (or as otherwise permitted by the rules of the Securities and Exchange Commission (the "SEC")).

The Tender Offer will be made and stockholders will be notified in accordance with the requirements of the Securities Exchange Act of 1934, as amended, and the Investment Company Act of 1940, as amended, either by publication or mailing or both. The offering documents will contain such information as is prescribed by such laws and the rules and regulations promulgated thereunder.

The Fund is a non-diversified, closed-end management investment company, the shares of which are listed on the NYSE (IIF). The Fund's investment objectives are long-term capital appreciation which it seeks to achieve by investing primarily in equity securities of Indian issuers and by investing, from time to time, in debt securities issued or guaranteed by Indian governments or governmental entities. Morgan Stanley Investment Management Inc. is the Fund's investment manager.

This announcement is not an offer to purchase or solicitation of an offer to sell shares of the Fund. The offer is made only by the Offer for Cash and the related Letter of Transmittal. Holders of Fund shares should read these documents when they are available because they contain important information. These and other filed documents will be available to investors for free both at the website of the Securities and Exchange Commission and from the Fund. The offer is not being made to, nor will tenders be accepted from or on behalf of, holders of shares in any jurisdiction in which making or accepting the offer would violate that jurisdiction's laws.

For further information, please contact Georgeson Shareholder Communications Inc., 17 State Street, New York, New York, at 866-761-0259.

EXT-INDENT: 0pt; DISPLAY: block; MARGIN-LEFT: 0pt; MARGIN-RIGHT: 0pt" align="left">E.L. Wiegand Foundation

165 West Liberty Street  
Reno, NV 89501

Former Chairman and Chief Executive Officer  
Nortek, Inc.  
50 Kennedy Plaza  
Providence, RI 02903

Mario J. Gabelli

Elisa M. Wilson  
See above

Director  
c/o GAMCO Investors, Inc.  
One Corporate Center  
Rye, NY 10580

Eugene R. McGrath

Former Chairman and Chief Executive Officer  
Consolidated Edison, Inc.  
4 Irving Place  
New York, NY 10003

Robert S. Prather

President & Chief Operating Officer  
Gray Television, Inc.  
4370 Peachtree Road, NE  
Atlanta, GA 30319  
Officers:

Mario J. Gabelli

Chairman and Chief Executive Officer

Douglas R. Jamieson

Henry G. Van der Eb

Bruce N. Alpert

Agnes Mullady

Robert S. Zuccaro

President and Chief Operating Officer

Senior Vice President

Senior Vice President

Senior Vice President

Executive Vice President and Chief Financial Officer

GAMCO Asset Management Inc.  
Directors:

Douglas R. Jamieson  
Regina M. Pitaro  
William S. Selby

Officers:

Mario J. Gabelli  
Chief Executive Officer and Chief Investment Officer – Value Portfolios

Douglas R. Jamieson

Robert S. Zuccaro

David Goldman

Thomas J. Hearity

President, Chief Operating Officer and Managing Director

Chief Financial Officer

General Counsel, Secretary & Chief Compliance Officer

Assistant Secretary  
Gabelli Funds, LLC

Officers:

Mario J. Gabelli

Chief Investment Officer – Value Portfolios  
Bruce N. Alpert  
Executive Vice President and Chief Operating Officer

Agnes Mullady  
President and Chief Operating Officer – Open End Fund Division

Robert S. Zuccaro

Chief Financial Officer

Teton Advisors, Inc.  
Directors:

Howard F. Ward

Nicholas F. Galluccio

Robert S. Zuccaro

Vincent J. Amabile

Chairman of the Board

Chief Executive Officer and President

Chief Financial Officer

Officers:

Howard F. Ward

Nicholas F. Galluccio

Robert S. Zuccaro

David Goldman

Tiffany Hayden

See above

See above

See above

Assistant Secretary

Secretary

Gabelli Securities, Inc.

Directors:

Robert W. Blake  
President of W. R. Blake & Sons, Inc.  
196-20 Northern Boulevard  
Flushing, NY 11358

Douglas G. DeVivo  
DeVivo Asset Management Company LLC  
P.O. Box 2048  
Menlo Park, CA 94027

Douglas R. Jamieson

President

Officers:

Douglas R. Jamieson	See above
Robert S. Zuccaro	Chief Financial Officer
Diane M. LaPointe	Controller
Thomas J. Hearity	General Counsel and Secretary
David M. Goldman	Assistant Secretary
Walter K. Walsh	Chief Compliance Officer

Gabelli & Company, Inc.  
Directors:

James G. Webster, III	Chairman
Irene Smolicz	Senior Trader - Gabelli & Company, Inc.
Daniel M. Miller	President

Officers:

Daniel M. Miller	See above
Bruce N. Alpert	Vice President
Diane M. LaPointe	Controller and Financial & Operations Principal

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Douglas R. Jamieson	Secretary
David M. Goldman	Assistant Secretary
Josephine D. LaFauci	Chief Compliance Officer

Gabelli Foundation, Inc.  
Officers:

Mario J. Gabelli	Chairman, Trustee & Chief Investment Officer
Elisa M. Wilson	President
Marc J. Gabelli	Trustee
Matthew R. Gabelli	Trustee
Michael Gabelli	Trustee

MJG-IV Limited Partnership  
Officers:

Mario J. Gabelli	General Partner
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SCHEDULE II  
 INFORMATION WITH RESPECT TO  
 TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR  
 SINCE THE MOST RECENT FILING ON SCHEDULE 13D (1)

DATE	SHARES PURCHASED SOLD(-)	AVERAGE PRICE(2)
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COMMON STOCK-ROLLINS INC.

GAMCO ASSET MANAGEMENT  
 INC.

8/31/12	750-	23.1800
8/31/12	2,332-	*DO
8/29/12	2,900-	23.4548
8/28/12	6,000-	23.4701
8/27/12	2,081	*DI
8/27/12	600-	23.3633
8/24/12	168-	*DO
8/23/12	2,000-	23.3108
8/22/12	4,000-	23.3983
8/22/12	1,000-	23.3740
8/22/12	2,000-	23.4341
8/21/12	6,000-	23.7599
8/20/12	400	23.8211
8/20/12	900-	23.8211
8/20/12	232-	23.8211
8/17/12	1,500-	23.7087
8/16/12	3,000-	23.7158
8/16/12	3,000	23.7463
8/16/12	3,000-	23.7463
8/15/12	500-	23.6480
8/09/12	700-	23.5486
8/09/12	300-	23.6901
8/08/12	505-	23.8075
8/02/12	2,000-	23.3965
7/30/12	1,000-	23.6950
7/24/12	400-	22.8075
7/20/12	1,000-	23.0490
7/18/12	175-	23.2200
7/16/12	2,500-	22.9400
7/16/12	1,000-	22.8814
7/12/12	1,500-	*DO
7/12/12	500	22.2579
7/11/12	1,075-	22.4005
7/10/12	1,000-	22.3790
7/06/12	2,500-	22.2609
7/05/12	1,000	22.5999
7/05/12	2,075-	22.5211

GABELLI FUNDS, LLC.



GABELLI ASSET FUND

9/04/12	5,000-	23.1452
8/21/12	5,000-	23.8362
8/21/12	6,000-	23.5531
8/21/12	1,000	23.5226
8/17/12	5,000-	23.6552
8/15/12	5,000-	23.6120
8/13/12	5,000-	23.6128
8/09/12	5,000-	23.5128
8/08/12	5,000-	23.7586
8/06/12	7,500-	23.8540
8/06/12	10,000-	23.8078
8/03/12	10,000-	23.8860

GABELLI CAPITAL ASSET FUND

8/15/12	4,000-	23.6558
8/09/12	1,000-	23.5680

(1) UNLESS OTHERWISE INDICATED, ALL TRANSACTIONS WERE EFFECTED ON THE NYSE.

(2) PRICE EXCLUDES COMMISSION.

(\*) RESULTS IN CHANGE OF DISPOSITIVE POWER AND BENEFICIAL OWNERSHIP.

